

EXHIBIT H

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): April 26, 2021

Commission File Number 000-18730

DARKPULSE, INC.

(Exact name of small business issuer as specified in its charter)

Delaware(State or other jurisdiction
of incorporation or organization)**87-0472109**(I.R.S. Employer
Identification No.)**1345 Ave of the Americas, 2nd Floor, New York, NY 10105**
(Address of principal executive offices)**800-436-1436**
(Issuer's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Not applicable.		

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry into a Material Definitive Agreement.***FirstFire Convertible Promissory Note***

On July 26, 2021, DarkPulse, Inc., a Delaware corporation (the “**Company**”), entered a Securities Purchase Agreement (the “**SPA**”) and Registration Rights Agreement (the “**Registration Rights Agreement**”) with FIRSTFIRE GLOBAL OPPORTUNITIES FUND, LLC, a Delaware limited liability company (the “**Lender**”), pursuant to which the Company issued to the Lender Convertible Promissory Note in the principal amount of \$825,000 (the “**Note**”). The purchase price of the Note is \$750,000. The Note matures on January 26, 2022 upon which time all accrued and unpaid interest will be due and payable. Interest accrues on the Note at 10% per annum guaranteed until the Note becomes due and payable, whether at maturity or upon acceleration or by prepayment or otherwise. The Note is convertible at any time after 180 days from issuance, upon the election of the Lender, into shares of the Company’s Common Stock at \$0.015 per share. The Note is subject to various “Events of Default,” which are disclosed in the Note. Upon the occurrence of an “Event of Default,” the conversion price will become \$0.005. In the event of a DTC “chill” on the Company’s shares, an additional discount of 10% will apply to the conversion price while the “chill” is in effect. Upon the issuance of the Note, the Company has initially agreed to reserve 550,000,000 shares of Common Stock.

The Registration Rights Agreement provides that the Company shall (i) use its best efforts to file with the Securities and Exchange Commission (the “**Commission**”) an S-1 Registration Statement within 90 days of the date of the Registration Rights Agreement to register the shares into which the Note is convertible; and (ii) have the Registration Statement declared effective by the Commission within 180 days after the date the Registration Statement is filed with the Commission.

The Lender delivered to the Company appropriate investment representations with respect to the Note and consented to the imposition of a restrictive legend upon the Note and conversion shares, unless registered pursuant to the Registration Rights Agreement. The Lender did not enter into the transaction with the Company as a result of or subsequent to any advertisement, article, notice, or other communication published in any newspaper, magazine, or similar media or broadcast on television or radio, or presented at any seminar or meeting. The Lender was also afforded the opportunity to ask questions of management and to receive answers concerning the terms and conditions of the transaction. The securities were issued without registration under the Securities Act of 1933, as amended, by reason of the exemption from registration afforded by the provisions of Section 4(a)(2) thereof, and Rule 506(b) promulgated thereunder, as a transaction by an issuer not involving any public offering. Selling commissions in the amount of \$15,000 were paid to

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure contained in Item 1.01 herein is incorporated by reference into this Item 2.03.

Item 3.02 Unregistered Sales of Equity Securities.

The disclosure contained in Item 1.01 herein is incorporated by reference into this Item 3.02.

Item 7.01 Regulation FD Disclosure.

On May 5, 2021, DarkPulse, Inc., a Delaware corporation (the “**Company**”), issued press release which announced the transaction with FirstFire. Pursuant to the rules and regulations of the Securities and Exchange Commission (the “**SEC**”), the information in this Item 7.01 disclosure, including Exhibit 99.1, and the information set forth therein, is deemed to have been furnished to, and shall not be deemed to be “filed” with, the SEC.

2

The press release may contain forward-looking statements. Such forward-looking statements are based on information presently available to the Company’s management and are current only as of the date made. Actual results could also differ materially from those anticipated as a result of a number of factors, including, but not limited to, those discussed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, and subsequent reports filed by the Company with the SEC. For those reasons, undue reliance should not be placed on any forward-looking statement. The Company assumes no duty or obligation to update or revise any forward-looking statement, although it may do so from time to time as management believes is warranted or as may be required by applicable securities law. Any such updates or revisions may be made by the registrant by filing reports with the SEC, through the issuance of press releases or by other methods of public disclosure.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 5, 2021

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DarkPulse, Inc.

Date: May 5, 2021

By: /s/ Dennis O’Leary
Dennis O’Leary, Chief Executive Officer

3

DarkPulse, Inc. Closes \$850K Bridge Funding***Use of Proceeds for Funding Stated for Retirement of Old Notes, Product Demonstrations and Key Hires***

NEW YORK, New York –May 5, 2021 – Dark Pulse, Inc. (OTC Markets: DPLS) (“DarkPulse” and the “Company”), a technology company focused on the manufacture, sale, installation, and monitoring of laser sensing systems based on its patented BOTDA dark-pulse sensor technology (the “DarkPulse Technology”) which provides a data stream of critical metrics for assessing the health and security of infrastructure, announces that the Company has closed bridge funding in the amount of \$850,000.00 to retire old notes aid in the demonstration of the Company’s sensor technologies and the hiring key personnel.

The Company has negotiated and closed a private convertible loan with a fixed conversion price that will allow it to implement its near-term sales focused goals. The loan will also facilitate the Company’s desire to continue its path to revenues while implementing its strategy to up-list to the OTCQB as part of its future plan to trade on larger markets such as the NASDAQ.

“Dark Pulse has successfully closed bridge funding that we believe will ensure its operations for the next several months,” stated DarkPulse Chairman and CEO Dennis O’Leary. “We believe that the fixed conversion price negotiated compared to the current market price indicates the strength of our position and both short and long-term potential in the markets.” He continued, “The funds will be utilized to retire past notes, fund product demonstrations, and pay for key personnel hires as the Company continues expanding its operating capabilities.”

About DarkPulse , Inc.

DarkPulse, Inc. uses advanced laser-based monitoring systems to provide rapid and accurate monitoring of temperatures, strains and stresses. The Company’s technology excels when applied to live, dynamic critical infrastructure and structural monitoring, including pipeline monitoring, perimeter and structural surveillance, aircraft structural components and mining safety. The Company’s fiber-based monitoring systems can assist markets that are not currently served, and its unique technology covers extended areas and any event that is translated into the detection of a change in strain or temperature. In addition to the Company’s ongoing efforts with respect to the marketing and sales of its technology products and services to its customers, the Company also continues to explore potential strategic alliances through joint venture and licensing opportunities to further expand its global market position.

For more information, visit www.DarkPulse.com

Safe Harbor Statement

This news release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are intended to be covered by the “safe harbor” created by those sections. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, can generally be identified by the use of forward-looking terms such as “believe,” “expect,” “may,” “will,” “should,” “could,” “seek,” “intend,” “plan,” “goal,” “estimate,” “anticipate” or other comparable terms. All statements other than statements of historical facts included in this news release regarding our strategies, prospects, financial condition, operations, costs, plans and objectives are forward-looking statements. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: our ability to successfully market our products and services; the acceptance of our products and services by customers; our continued ability to pay operating costs and ability to meet demand for our products and services; the amount and nature of competition from other security and telecom products and services; the effects of changes in the cybersecurity and telecom markets; our ability to successfully develop new products and services; our success establishing and maintaining collaborative, strategic alliance agreements, licensing and supplier arrangements; our ability to comply with applicable regulations; and the other risks and uncertainties described in our prior filings with the Securities and Exchange Commission. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Media contact:

DarkPulse Solutions, Inc.

doleary@DarkPulse.com

1.800.436.1436